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February 8, 1995

\$ 42.00 filing fees  
16688-2 + J  
FILED 1425

Recordation No. 16688 - I and J

FEB 8 1995 - 3 40 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

On behalf of First Security Bank of Utah, N.A., I submit for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder, executed counterparts of two secondary documents, not previously recorded. The first of the two documents is entitled Lease Supplement No. 6 dated as of December 12, 1994 and is to be recorded under Recordation No. 16688-I and the second of the two documents is entitled Lease Supplement No. 7 dated as of December 13, 1994 and is to be recorded under Recordation No. 16688-J (hereinafter together referred to as "Supplements").

The parties to both of the enclosed Supplements are:

First Security Bank of Utah, N.A. - OWNER TRUSTEE/LESSOR  
79 South Main Street  
Salt Lake City, Utah 84111-0007

GE Capital Railcar Associates, Inc. - LESSEE  
33 West Monroe  
Chicago, IL 60603

The said Supplements each act to change the identification numbers of certain units in Schedule A of that certain Equipment Lease Agreement (as supplemented) dated as of December 14, 1989 now between the above parties, filed and recorded with the Interstate Commerce Commission December 28, 1989 under 16688.

The units of equipment covered by the Supplements are, as to Supplement No. 6, seven (7) units identified in Schedule A thereof and as to Supplement No. 7, sixteen (16) units identified in Schedule A, five (5) units identified in Schedule A-1, twelve (12) units identified in Schedule A-2 and twenty-seven (27) units identified in Schedule A-3 thereof.

*Counterparts of 16688-1 & 16688-2*

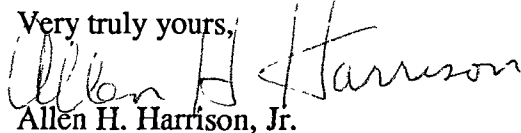
A snort summary for each of the two Supplements to appear in the ICC Index is as follows:

“Change of identification numbers for some units in Equipment Lease Agreement under 16688.”

Enclosed is a check in the amount of forty-two dollars (\$42.00) in payment of the filing fees.

Once the filings have been made, please return to bearer the stamped counterparts of the documents not required for filing purposes, together with the letter/fee receipt from the ICC acknowledging the filings, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.

*Attorney for the purpose of this  
filing for First Security Bank  
of Utah, N.A.*

Honorable Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423  
*Enclosures*  
8310-020  
BY HAND

16688-J  
RECORDATION NO. 16688-8  
FILED 1428  
**LEASE SUPPLEMENT NO. 7**

**FEB 8 1995 -3 20 PM**

**LEASE SUPPLEMENT NO. 7 ("LEASE SUPPLEMENT NO. 7")** dated as of  
INTERSTATE COMMERCE COMMISSION

December 13, 1994, between FIRST SECURITY BANK OF UTAH, N A , a national banking association, in its individual capacity as expressly provided herein and otherwise solely as Owner Trustee ("Lessor") under RAIL TRUST NO 89-6, and GE CAPITAL RAILCAR ASSOCIATES, INC , a Delaware corporation ("Lessee"), as assignee in interest to Itel Rail Corporation

**WHEREAS**, Lessee leased from Lessor five hundred twenty-eight (528) units of railroad equipment pursuant to an Equipment Lease Agreement, as supplemented (as supplemented, the "Equipment Lease") dated as of December 14, 1989, between Lessor and Lessee, which was filed and recorded with the Interstate Commerce Commission ("I C C ") Pursuant to 49 U S C Section 11303(a) on December 28, 1989 and given Recordation No 16688, and

**WHEREAS**, pursuant to Section 4 2 of the Equipment Lease, Lessee shall file periodic supplements to the Equipment Lease to reflect changes in the reporting marks of certain of the units of Equipment

**NOW, THEREFORE**, pursuant to the premises and the covenants and promises contained in the Equipment Lease, the parties hereby agree as follows

- 1 All capitalized terms used herein shall have the meanings ascribed to them in the Equipment Lease, unless otherwise stated
- 2 The Equipment Lease is hereby supplement as follows
  - (i) Schedule A, A-1, A-2 and A-3 (separated per quarterly mark changes) attached hereto reflects changes in the reporting marks of certain units of Equipment for the period January 1, 1993 to Decemeber 31, 1993.


**LESSOR:**

**FIRST SECURITY BANK OF UTAH, N.A.**  
not in its individual capacity but solely as Owner  
Trustee under Rail Trust No 89-6

By   
Name **LARRY C MONTGOMERY**  
Title Trust Officer

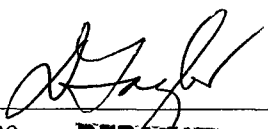
**LESSEE**

**GE CAPITAL RAILCAR ASSOCIATES, INC.**  
as assignee in interest to Itel Rail Corporation

By   
Name **Robert H. Tucker**  
Title **Executive Vice President**

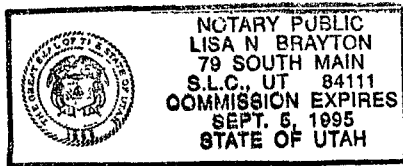
**ACKNOWLEDGED BY:**

**BANK OF AMERICA ILLINOIS**  
as Indenture Trustee

By   
Name **DEBORAH F TAYLOR**  
Title **VICE PRESIDENT**

STATE OF UTAH )  
 ) SS  
COUNTY OF SALT LAKE )

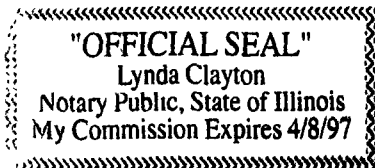
On this 11<sup>th</sup> day of January, 1994<sup>5</sup>, before me personally appeared LARRY C MONTGOMERY, personally known to me to be the person who executed the within instrument as a Trust Officer of FIRST SECURITY BANK OF UTAH, N A, and acknowledged to me that the corporation executed it



Lisa N. Brayton  
Notary Public

STATE OF ILLINOIS )  
 ) SS.  
COUNTY OF COOK )

On this 12<sup>th</sup> day of January, 1994<sup>1995</sup>, before me personally appeared Robert H. Tucker, personally known to me to be the person who executed the within instrument as a Exec. Vice President of GE CAPITAL RAILCAR ASSOCIATES, INC, and acknowledged to me that the corporation executed it

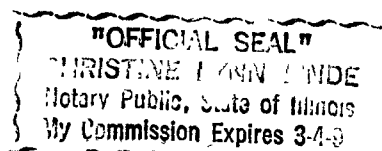


Lynda Clayton  
Notary Public

STATE OF ILLINOIS )  
 ) SS  
COUNTY OF COOK )

On this 30<sup>th</sup> day of January, 1994<sup>5</sup>, before me personally appeared DEBORAH F. TAYLOR, personally known to me to be the person who executed the within instrument as a VICE PRESIDENT of BANK OF AMERICA ILLINOIS, and acknowledged to me that the corporation executed it

Christine Lynn Zinde  
Notary Public



**LEASE SUPPLEMENT NO. 7**

**TO RAIL TRUST NO. 89-6**

**SCHEDULE A**

**Remarks for Period 1/1/93 to 12/31/93**

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| FRDN                      | 003062                | TCWR                      | 020109                |
| HS                        | 020126                | TCWR                      | 020126                |
| HS                        | 020127                | TCWR                      | 020127                |
| HS                        | 020128                | TCWR                      | 020128                |
| HS                        | 020129                | TCWR                      | 020129                |
| HS                        | 020141                | TCWR                      | 020141                |
| ITLX                      | 020045                | CC                        | 003025                |
| TBER                      | 005057                | ITLX                      | 040638                |
| IC                        | 245838                | CWP                       | 002019                |
| IC                        | 245839                | CWP                       | 002020                |
| IC                        | 245840                | CWP                       | 002021                |
| IC                        | 245841                | CWP                       | 002022                |
| IC                        | 245844                | CWP                       | 002023                |
| IC                        | 245849                | CWP                       | 002024                |
| WICT                      | 041204                | WSOR                      | 041204                |
| WICT                      | 041205                | WSOR                      | 041205                |

**LEASE SUPPLEMENT NO. 7**

**TO RAIL TRUST NO. 89-6**

**SCHEDULE A-1**

**Remarks for Period 1/1/93 to 12/31/93**

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| TBER                      | 005026                | ITLX                      | 040615                |
| IC                        | 245842                | CWP                       | 002028                |
| IC                        | 245845                | CWP                       | 002032                |
| IC                        | 245847                | CWP                       | 002025                |
| IC                        | 245848                | CWP                       | 002026                |

**LEASE SUPPLEMENT NO. 7**

**TO RAIL TRUST NO. 89-6**

**SCHEDULE A-2**

**Remarks for Period 1/1/93 to 12/31/93**

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| LNAC                      | 001001                | CAGY                      | 001116                |
| LNAC                      | 001004                | CAGY                      | 001114                |
| LNAC                      | 001011                | CAGY                      | 001112                |
| LNAC                      | 001013                | CAGY                      | 001120                |
| LNAC                      | 001015                | CAGY                      | 001115                |
| LNAC                      | 001022                | CAGY                      | 001118                |
| LNAC                      | 001028                | CAGY                      | 001127                |
| LNAC                      | 001044                | CAGY                      | 001128                |
| LNAC                      | 001055                | CAGY                      | 001117                |
| LNAC                      | 001068                | CAGY                      | 001119                |
| LNAC                      | 001072                | CAGY                      | 001121                |
| LNAC                      | 001079                | CAGY                      | 001113                |



**LEASE SUPPLEMENT NO. 7**

**TO RAIL TRUST NO. 89-6**

**SCHEDULE A-3**

**Remarks for Period 1/1/93 to 12/31/93**

| <u>Old Reporting Mark</u> | <u>Old Car Number</u> | <u>New Reporting Mark</u> | <u>New Car Number</u> |
|---------------------------|-----------------------|---------------------------|-----------------------|
| HS                        | 014326                | SLR                       | 001780                |
| HS                        | 014341                | SLR                       | 001791                |
| HS                        | 014347                | DL                        | 011016                |
| LVAL                      | 011014                | DL                        | 011014                |
| LVAL                      | 011016                | HS                        | 014337                |
| LNAC                      | 001002                | CAGY                      | 001130                |
| LNAC                      | 001006                | CAGY                      | 001132                |
| LNAC                      | 001008                | CAGY                      | 001123                |
| LNAC                      | 001016                | CAGY                      | 001133                |
| LNAC                      | 001029                | CAGY                      | 001125                |
| LNAC                      | 001031                | CAGY                      | 001136                |
| LNAC                      | 001035                | CAGY                      | 001124                |
| LNAC                      | 001042                | CAGY                      | 001126                |
| LNAC                      | 001047                | CAGY                      | 001131                |
| LNAC                      | 001054                | CAGY                      | 001135                |
| LNAC                      | 001060                | CAGY                      | 001129                |
| LNAC                      | 001066                | CAGY                      | 001134                |
| LVAL                      | 011006                | DL                        | 011006                |
| ETRY                      | 000222                | CC                        | 224001                |
| ETRY                      | 000223                | CC                        | 224002                |
| ETRY                      | 000224                | CC                        | 224003                |
| ETRY                      | 000225                | CC                        | 224004                |
| ETRY                      | 000226                | CC                        | 224005                |
| IC                        | 245843                | CC                        | 224011                |
| IC                        | 245846                | CC                        | 224012                |
| LRWY                      | 05000                 | DL                        | 050000                |
| LRWY                      | 05004                 | DL                        | 050004                |